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## LATHAM & WATKINS LLP

June 20, 2007

### **BY ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

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Re: Applications for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and Its Subsidiaries to FairPoint Communications, Inc., WC Docket No. 07-22, DA 07-1314; File Nos. ITC-214-20020705-00324, ITC-214-22200402-00167, ITC-214-20020213-00084, ITC-214-20020705-00325, ITC-214-20020402-00169, ITC-214-20020213-00083, ITC-214-20020213-00082, ITC-214-20020402-00170, ITC-214-20020705-00327, ITC-214-20020705-00326, ITC-214-20020402-00168, ITC-214-20020213-00081, ITC-20020516-00243, 0002921065, 0002921107, and 50005CFTC07; Notice of Ex Parte Presentation

Dear Ms. Dortch:

On Tuesday, June 19, 2007, Leslie Owsley and Joseph Jackson of Verizon, Walt Leach, Executive Vice President for Corporate Development, Michael Brown, Vice President of Access Network Engineering, and Michael Skrivan, Senior Director, Regulatory Affairs, all of FairPoint Communications, Inc. ("FairPoint"), and Brian Murray and I of Latham & Watkins, LLP, met with William Dever, Adam Kirschenbaum, Ivan Watkins, and Mary Claire Butt of the Commission's Wireline Competition Bureau. At this meeting, FairPoint described the transaction for which approval is sought in the above-captioned dockets and provided an update on FairPoint's progress in preparing for the merger. FairPoint also answered staff questions about the schedules for the state proceedings addressing the transaction.

In addition, FairPoint discussed its plans for expanding broadband in the three principal states involved in this transaction—Maine, New Hampshire, and Vermont. FairPoint stated that it expects to increase broadband availability in the three-state region to approximately 75 percent within twelve to eighteen months after closing. FairPoint also noted its intention to meet or exceed Verizon's obligation to achieve 80-percent availability in Vermont by 2010. Over time, FairPoint expects to further increase broadband availability to the levels it has

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achieved in its existing service territory in these states—currently over 92 percent. FairPoint further stated that it has designated \$44 million to be spent on broadband deployment during the initial first three phases of the broadband initiative.

More specifically, FairPoint explained that its broadband deployment plan will proceed in three phases. In the first phase, which FairPoint expects to complete no later than eight months after the anticipated closing in January 2008, FairPoint will build its “core network” of routers for broadband capability in the region. This network will permit FairPoint to use various technologies to deliver high-quality broadband services to consumers in Maine, New Hampshire, and Vermont. In the second phase—which will commence prior to the completion of the core network and will be completed about one year after the closing—FairPoint will undertake upgrades to the existing network, primarily by bringing broadband capability to central offices that do not currently have it (such as by laying new inter-office fiber transport facilities and installing power upgrades). During this phase, FairPoint expects to be able to make broadband capability available to approximately 45,000 households not served by Verizon’s broadband facilities. In the third phase, which will be completed about two years after the closing, FairPoint will make further upgrades to the network (by placing multi-service access node (“MSAN”) equipment at existing Digital Loop Carrier locations fed by existing fiber cable) and will make broadband available to approximately 165,000 more customers. All of these customers will be able to access broadband services that operate at the same speeds (at a minimum) that Verizon offers today.

The enclosed materials were distributed at this meeting. Please direct any questions concerning this matter to me.

Very truly yours,

/s/ Karen Brinkmann

Karen Brinkmann  
*Counsel to FairPoint Communications, Inc.*

Enclosures

cc: William Dever  
Adam Kirschenbaum  
Ivan Watkins  
Mary Claire Butt

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## LATHAM & WATKINS LLP

July 10, 2007

### **BY ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

FIRM / AFFILIATE OFFICES  
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Re: Applications for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and Its Subsidiaries to FairPoint Communications, Inc., WC Docket No. 07-22, DA 07-1314; File Nos. ITC-214-20020705-00324, ITC-214-22200402-00167, ITC-214-20020213-00084, ITC-214-20020705-00325, ITC-214-20020402-00169, ITC-214-20020213-00083, ITC-214-20020213-00082, ITC-214-20020402-00170, ITC-214-20020705-00327, ITC-214-20020705-00326, ITC-214-20020402-00168, ITC-214-20020213-00081, ITC-20020516-00243, 0002921065, 0002921107, and 50005CFTC07; Notice of Ex Parte Presentation

Dear Ms. Dortch:

Enclosed please find several press releases relating to a recent announcement by FairPoint Communications, Inc. ("FairPoint") concerning its plans for broadband deployment in Vermont following the completion of the planned merger of FairPoint with Verizon's local exchange and related businesses in Vermont, Maine, and New Hampshire. This information supplements my letter dated June 20, 2007, which summarized, at a higher level, FairPoint's broadband deployment plans in Vermont, as well as in Maine and New Hampshire.

As stated in the enclosed press releases, FairPoint has planned a \$13.8 million expansion of broadband service in Vermont. FairPoint expects that this effort will bring DSL for the first time to fifteen Vermont communities and expand existing DSL in approximately sixty other Vermont communities. The press releases also provide additional details regarding the technologies FairPoint intends to use in deploying its broadband network and the communities in which FairPoint will expand the availability of broadband service.

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Comparable details regarding FairPoint's planned broadband expansion in Maine and New Hampshire are not yet available, but FairPoint will inform the Commission of those plans once they are finalized.

Please direct any questions concerning this matter to me.

Very truly yours,

/s/ Karen Brinkmann

Karen Brinkmann  
*Counsel to FairPoint Communications, Inc.*

Enclosures

cc: William Dever  
Adam Kirschenbaum  
Ivan Watkins  
Mary Claire Butt



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## **FAIRPOINT CREATING 145 JOBS; PROPOSING TO INVEST \$13.8 MILLION IN BROADBAND EXPANSION IN VERMONT UPON MERGER COMPLETION**

**BURLINGTON, VT. (June 28, 2007)** – FairPoint Communications, Inc. today announced its intention to create approximately 145 jobs in Burlington, and further announced its \$13.8 million expansion of broadband service, each upon completion of the merger with Verizon's landline business in Vermont. This expansion is expected to bring broadband service to 15 Vermont communities for the first time, and extend high-speed DSL Internet to currently unserved neighborhoods in approximately 60 Vermont communities.

"This will be a significant boost to the Vermont economy," said John Crowley, FairPoint's chief financial officer, who made the announcement at a Burlington news conference. "We will be providing approximately 145 Vermonters with excellent, full-time jobs with benefits. At the same time, we'll be giving many Vermont businesses the ability to compete more effectively, and enable many Vermonters to benefit from high-speed Internet."

He noted that the job creation, the broadband expansion to new communities and the extension of broadband in additional neighborhoods are contingent on the Vermont Public Service Board's approval of the merger, regulatory approvals from Maine, New Hampshire and the FCC and the subsequent completion of the merger. However, he added that FairPoint has already begun some hiring and will continue the process through January 2008 when the merger is expected to be completed. "FairPoint expects certain of these positions to be union represented jobs," Crowley said. The broadband projects will begin in January and are expected to be completed between the end of 2008 and the first quarter of 2010.

"The Vermont Economic Progress Council estimates that as a result of the economic activity stimulated by our job creation, Vermont will realize a net fiscal impact of approximately \$2.7 million," Crowley said.

The new positions will be located primarily in Burlington and will involve opportunities in business and wholesale sales, circuit provisioning, collections, order and billing management for wholesale services, regulatory, field marketing, and IT desktop support. FairPoint is simultaneously announcing the creation of 50 jobs in Littleton, NH. "Part of the reason for selecting Littleton was due to the expectation that some of those jobs would be filled by Vermont residents, thereby increasing the benefits to Vermont from such employment opportunities," Crowley said.

Crowley said the company's near term goal is to extend high-speed Internet capability to approximately 41,000 additional access lines in Vermont. By the end of 2007, Verizon has committed to provide broadband to 65 percent of its Vermont customers. FairPoint is extending that and plans to provide broadband to 85 percent of customers by the first quarter of 2010.

"We have approximately 92 percent broadband accessibility in our current markets which we expect to continue to increase. We intend to continue expanding broadband in the current Verizon markets in Vermont so that we reach that same high level of service," Crowley said.

"The technology FairPoint will be installing is an advanced, next generation network, capable of supporting existing subscriber needs and also providing a platform for the future," Crowley said.

He explained that the current system was designed for voice traffic and has been adapted for data traffic. The network FairPoint is proposing is completely designed for today's data hungry customers. The Internet uses Internet Protocol (IP) to move traffic across the network. FairPoint's network design uses IP Protocol throughout the network instead of using multiple protocol changes necessary to use the existing voice network which results in a much more efficient network. FairPoint intends to capitalize on the existing fiber cable in which Verizon has invested by installing new electronics equipment on it. This new electronics equipment supports several ways of reaching the customer including copper technologies such as ADSL2+, VDSL2 and Fiber to the Home technologies such as GPON and Active Ethernet. The company has successfully rolled out the DSL Ethernet based network in several of its other markets.

FairPoint's plan calls for the completion of the installation of broadband in 15 Vermont communities for the first time by the end of 2008. They are Barnet, Bradford, Brookfield, Chelsea, Concord, Craftsbury, Lunenburg, Mendon, Morgan Center, Pownal, Putney, South Strafford, Troy, Tunbridge, and West Burke.

Approximately 60 Vermont communities served by Verizon have broadband service in some neighborhoods, but not others. FairPoint intends to extend broadband to unserved neighborhoods in these communities by the first quarter of 2010. They are: Arlington, Barre, Barton, Bellows Falls, Bennington, Bethel, Burlington, Castleton, Danville, Derby, Dorset, East Fairfield, Jamaica, Enosburg Falls, Essex Junction, Fair Haven, Fairfax, Grand Isle, Greensboro, Hardwick, Island Pond, Jeffersonville, Johnson, Lyndonville, Manchester, Middlebury, and Milton.

Also included are: Montpelier, Morrisville, Newfane, Newport, Orleans, Pittsfield, Pittsford, Plainfield, Poultney, Proctor, Randolph, Reading, Rutland, Shelburne, South Londonderry, South Royalton, St. Albans, St. Johnsbury, Stowe, Stratton, Swanton, Underhill, Vergennes, Wardsboro, Waterbury, West Rutland, White River Junction, Williamstown, Wilmington, Windsor, Winooski, Woodstock, and Woodstock Village.

"This new access to high-speed Internet will allow residents and businesses in these communities to efficiently download larger files and generally communicate much more quickly. This will allow businesses to compete more effectively and enable them to provide their services to anyone anywhere in the world," said Crowley. "For Vermont schoolchildren, it will open up wide new opportunities for exploring the sciences, history, mathematics, or any other subject. And this will help make the children of today better able to compete in the world of tomorrow."

### **About FairPoint**

FairPoint is a leading provider of communications services to rural and small urban communities across the country. Incorporated in 1991, FairPoint's mission is to acquire and operate telecommunications companies that set the standard of excellence for the delivery of service to rural and small urban communities. Today, FairPoint owns and operates 31 local exchange companies located in 18 states offering an array of services, including local and long distance voice, data, Internet and broadband offerings. The company is traded on the New York Stock Exchange under the symbol "FRP".

*This press release may contain forward-looking statements by FairPoint that are not based on historical fact, including, without limitation, statements containing the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions and statements related to potential cost savings and synergies expected to be realized in the merger. Because these forward-looking statements involve known and unknown risks and uncertainties, there are important factors that could cause actual*

*results, events or developments to differ materially from those expressed or implied by these forward-looking statements. Such factors include those risks described from time to time in FairPoint's filings with the Securities and Exchange Commission, including, without limitation, the risks described in FairPoint's most recent Annual Report on Form 10-K on file with the Securities and Exchange Commission. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. All information is current as of the date this press release is issued, and FairPoint undertakes no duty to update this information. Source: FairPoint Communications, Inc., [www.fairpoint.com](http://www.fairpoint.com).*

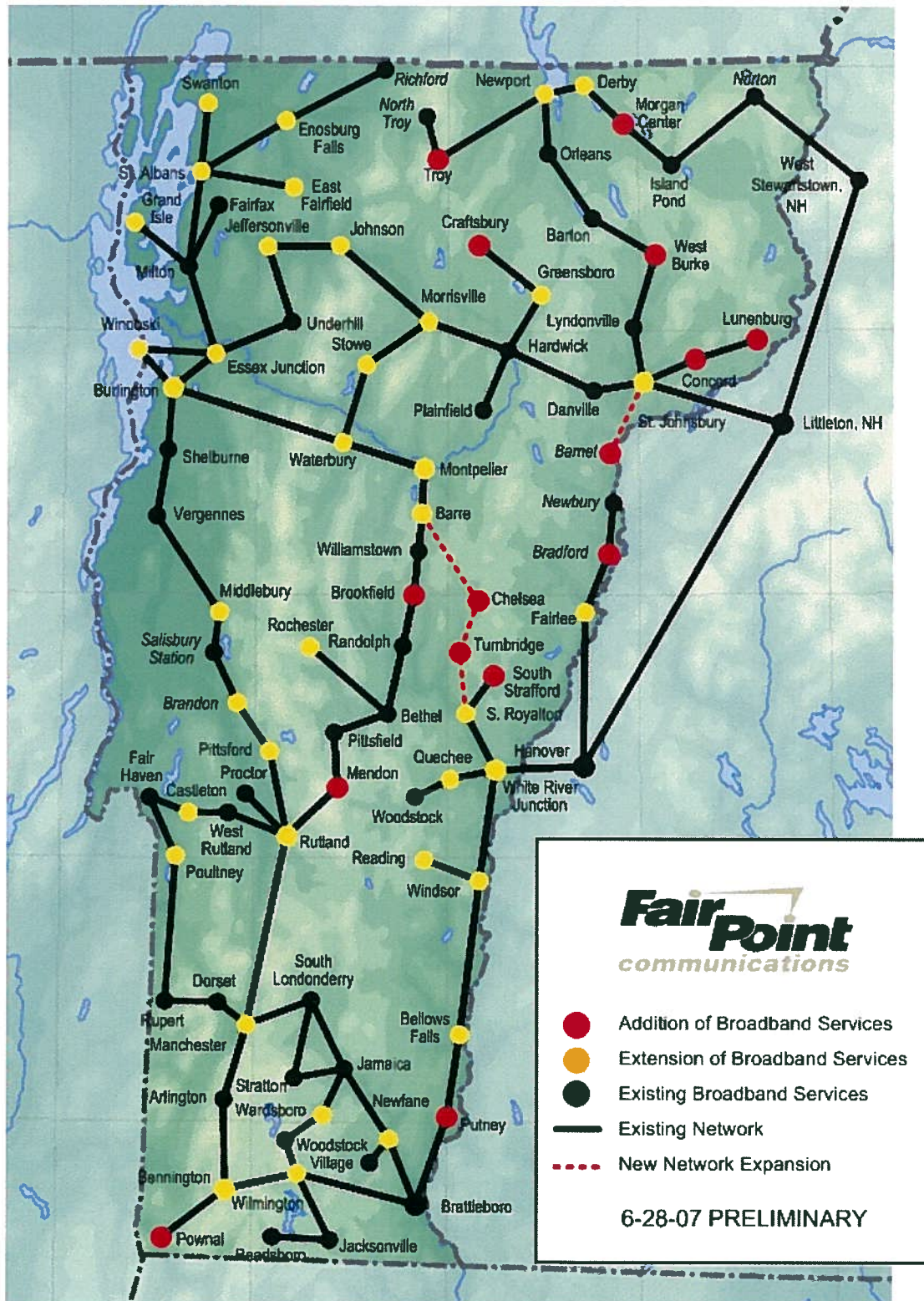
FairPoint has filed a registration statement, including a proxy statement, and other materials with the Securities and Exchange Commission ("SEC") in connection with the proposed merger. We urge investors to read these documents because they contain important information. Investors can obtain copies of the registration statement and proxy statement, as well as other filed documents containing information about FairPoint and the merger, at [www.sec.gov](http://www.sec.gov), the SEC's website, or at [www.fairpoint.com/investor](http://www.fairpoint.com/investor). Investors may also obtain free copies of these documents and the Company's SEC filings at [www.fairpoint.com](http://www.fairpoint.com) under the Investor Relations section, or by written request to FairPoint Communications, Inc., 521 E. Morehead Street, Suite 250, Charlotte, NC 28202, Attention: Investor Relations.

FairPoint, Verizon, and FairPoint's directors, executive officers, and other employees may be deemed to be participants in the solicitation of proxies from FairPoint stockholders with respect to the merger and transactions. Information about FairPoint's directors and executive officers is available in FairPoint's proxy statement for its 2006 annual meeting of shareholders, dated April 24, 2006. Additional information about the interests of potential participants will be included in the registration statement and proxy statement and other materials filed or to be filed by FairPoint with the SEC.

###



# Broadband Expansion in Vermont







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**FAIRPOINT ANNOUNCES PLAN FOR 675 JOBS,  
NEW ENGLAND BROADBAND EXPANSION STRATEGY**

***Merger-Related Job Creation Exceeds Initial Announcement of 600 Positions***

**CHARLOTTE, N.C. (June 28, 2007)** – FairPoint Communications, Inc. (**NYSE: FRP**) ("FairPoint" or the "Company"), a leading provider of communications services to rural and small urban communities across the country, today announced several significant developments related to the Company's previously announced transaction to merge with Verizon Communications' wireline operations in Maine, Vermont and New Hampshire. FairPoint continues to expect that the transaction will close in January 2008. When the pending transaction was first announced, FairPoint said it intended to create approximately 600 new positions in New England. FairPoint also announced today more details on its New England broadband strategy and specific plans for Vermont.

**Job Creation**

Throughout the Maine, New Hampshire and Vermont region, FairPoint intends to create jobs that will have a significant economic impact in the cities and states where they are being created. The details of the job creation on a state-by-state basis are as follows:

- ***Vermont:***  
FairPoint intends to create approximately 145 new positions in Vermont, with most being located in Burlington. These jobs will be in the fields of business and wholesale sales, circuit provisioning, collections, order and billing management for wholesale services, regulatory, marketing, and IT desktop support. While hiring key management positions has already commenced, the bulk of the hiring will occur during the fourth quarter of this year and the first quarter of 2008.
- ***Maine:***  
FairPoint intends to create approximately 280 new positions in Maine. Of these, 125 would be based in Portland, with another 125 jobs based in Bangor. The remaining jobs would be created in other communities. The 125 new positions in Portland will involve opportunities in business and wholesale sales, accounting,

human resources, legal, risk management, billing analysis and bill production, supply chain and staff support. The jobs in Bangor will involve opportunities in outbound telemarketing, accounts payable, payroll, billing support and marketing. As in the other two states, the bulk of the hiring will occur over the last quarter of 2007 and the first quarter of 2008.

- ***New Hampshire:***

FairPoint intends to create approximately 250 new positions in New Hampshire, with approximately 190 jobs in Manchester, 50 jobs in Littleton and the remaining jobs being located throughout the state as appropriate. The 190 new jobs in Manchester will involve opportunities in business and wholesale sales, accounting, marketing, engineering, risk management, and staff support. The 50 new jobs in Littleton will be in the areas of outbound telemarketing, credit and collections activities and marketing. A few positions have already been filled, but the bulk of the hiring will occur over the last quarter of 2007 and the first quarter of 2008.

The projected number of planned hires and the timing of the new employee hires are contingent on receipt of the required regulatory approvals and completion of the merger,

The Company's estimated cost structure to operate the combined entity remains unchanged, as these new positions were anticipated in the Company's initial financial projections. Announcement of these positions at this time comes as a result of the FairPoint's completion of its job identification and location plans.

FairPoint's Executive Vice President, Walter E. Leach, Jr. stated, "The significant number of jobs that we are creating across New England as a result of the pending Verizon wireline transaction in Maine, Vermont and New Hampshire will have a substantial impact on our ability to better serve this customer base. It will also help to improve the overall economic vitality of the markets where these jobs will be created. As we have done in every market where we have acquired systems, 31 in total since 1993, we will strive to take an active role in the communities where both our customers and employees reside."

#### **Broadband Strategy**

Continuing to utilize industry leading technologies to serve subscribers in rural and small urban areas, FairPoint also announced today that it intends to invest an initial \$13.8 million in the expansion of broadband services in Vermont and a total of approximately \$44 million in all three states combined. This investment is over and above the estimated \$200 million in strategic investments for back office infrastructure outlined by FairPoint at the time of the transaction announcement in January. The Company today announced that the broadband strategy being introduced in Vermont will be similar to the network being developed for Maine and New Hampshire.

Commenting on the Vermont broadband strategy, Leach stated, "Our customers enjoy, on average, 92 percent broadband accessibility in the markets we currently serve and we intend to keep improving that availability level. We intend to continue expanding broadband in Verizon's current markets, where only approximately 62% of the customers have access to a Verizon broadband product today, so that those markets reach that same high level of service. This strategy will allow FairPoint's customers to experience the benefits of broadband service while FairPoint becomes a major

contributor to the economic development for Vermont. Furthermore, FairPoint will be better positioned to serve its business customers, equipping them with the technology needed to compete in today's global marketplace. At the same time we will be enabling more of Vermont's schoolchildren to participate in a more interactive and technologically advanced learning environment."

FairPoint is proposing to execute a multiple year network enhancement plan with a major kick-off investment during the first 18-24 months following the merger. FairPoint's goal is to extend broadband services to an additional 41,000 access lines in the state of Vermont alone. Details for the plans in Maine and New Hampshire will be released by the Company in a few weeks.

The network design that FairPoint Communications is developing for northern New England consists of a three-tiered approach to building an advanced next generation network capable of supporting existing subscriber needs and also providing a platform for the future. This plan will utilize FairPoint's core network, capable of providing access to the Internet and advanced services such as IPTV and very high speed data, to markets such as Burlington, Montpelier, Brattleboro, St. Johnsbury and Rutland, Vermont. The equipment proposed for the Core part of the network is capable of 10 gigabit transmission rates using Internet Protocol/Multiple Protocol Label Switching (IP/MPLS).

The next tier of the network, serving markets such as Concord, Troy and West Burke, will utilize Multi Service Access Nodes (MSAN), providing transmission rates from one to ten gigabits, providing transport to the core and access networks. Each of the central offices in this tier connect to their neighborhoods via Digital Loop Carriers (DLCs). This equipment will also support advanced services such as IPTV.

The third tier of the network is the last mile link, which is primarily copper today. FairPoint is proposing to begin extending broadband service to areas presently not served by deploying either ADSL2+ or VDSL2 broadband technology over the existing copper cable. These technologies are capable of delivering up to 25Mbps and 100Mbps of bandwidth, respectively, depending on loop length. This same MSAN equipment is also capable of providing Fiber to the Home (FTTH) from the same chassis already connected to the Core Network.

FairPoint does not intend to replace the existing Verizon DSL equipment on a network-wide level in this plan. Instead, FairPoint will first concentrate on expanding the Broadband Network into communities that do not have access to broadband services today.

#### **About FairPoint**

FairPoint is a leading provider of communications services to rural and small urban communities across the country. Incorporated in 1991, FairPoint's mission is to acquire and operate telecommunications companies that set the standard of excellence for the delivery of service to rural and small urban communities. Today, FairPoint owns and operates 31 local exchange companies located in 18 states, offering an array of services, including local and long distance voice, data, Internet and broadband offerings.

**Forward Looking Statements**

*This press release may contain forward-looking statements that are not based on historical fact, including without limitation, statements containing the words “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions. Because these forward-looking statements involve known and unknown risks and uncertainties, there are important factors that could cause actual results, events or developments to differ materially from those expressed or implied by these forward-looking statements. Such factors include those risks described from time to time in FairPoint’s filings with the Securities and Exchange Commission, including, without limitation, the risks described in FairPoint’s most recent Annual Report on Form 10-K on file with the Securities and Exchange Commission. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. All information is current as of the date this press release is issued, and FairPoint undertakes no duty to update this information.*

*FairPoint has filed a registration statement, including a proxy statement, and other materials with the Securities and Exchange Commission (“SEC”) in connection with the proposed merger. We urge investors to read these documents because they contain important information. Investors can obtain copies of the registration statement and proxy statement, as well as other filed documents containing information about FairPoint and the merger, at [www.sec.gov](http://www.sec.gov), the SEC’s website, or at [www.fairpoint.com/investor](http://www.fairpoint.com/investor). Investors may also obtain free copies of these documents and the Company’s SEC filings at [www.fairpoint.com](http://www.fairpoint.com) under the Investor Relations section, or by written request to FairPoint Communications, Inc., 521 E. Morehead Street, Suite 250, Charlotte, NC 28202, Attention: Investor Relations.*

*FairPoint, Verizon, and FairPoint’s directors, executive officers, and other employees may be deemed to be participants in the solicitation of proxies from FairPoint stockholders with respect to the proposed transaction. Information about FairPoint’s directors and executive officers is available in FairPoint’s proxy statement for its 2006 annual meeting of shareholders, dated April 24, 2006. Additional information about the interests of potential participants has been included in the registration statement and proxy statement and other materials which have been filed by FairPoint with the SEC.*

# # #

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## LATHAM & WATKINS LLP

July 30, 2007

### **BY ELECTRONIC FILING**

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Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

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Re: Applications for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and Its Subsidiaries to FairPoint Communications, Inc., WC Docket No. 07-22, DA 07-1314; File Nos. ITC-214-20020705-00324, ITC-214-22200402-00167, ITC-214-20020213-00084, ITC-214-20020705-00325, ITC-214-20020402-00169, ITC-214-20020213-00083, ITC-214-20020213-00082, ITC-214-20020402-00170, ITC-214-20020705-00327, ITC-214-20020705-00326, ITC-214-20020402-00168, ITC-214-20020213-00081, ITC-20020516-00243, 0002921065, 0002921107, and 50005CFTC07;  
Notice of Ex Parte Presentation

Dear Ms. Dortch:

Enclosed please find a press release relating to a recent announcement by FairPoint Communications, Inc. ("FairPoint") concerning its plans for broadband deployment in New Hampshire following the completion of the planned merger of FairPoint with Verizon's local exchange and related businesses in Vermont, Maine, and New Hampshire. This information supplements my letter dated June 20, 2007, which summarized, at a higher level, FairPoint's broadband deployment plans in New Hampshire, Maine and Vermont. This letter also supplements my letter dated July 10, 2007, which summarized a similar announcement concerning plans for broadband deployment in Vermont.

As stated in the enclosed press release, FairPoint has planned a \$13.6 million expansion of broadband service in New Hampshire. FairPoint expects that this effort will bring DSL for the first time to nineteen New Hampshire communities by the end of 2008 and expand existing DSL in approximately fifty-five other New Hampshire communities. FairPoint expects to provide broadband capability to 80% of its New Hampshire customers by the first quarter of 2010. The press release also provides additional details regarding the technologies FairPoint

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intends to use in deploying its broadband network and the communities in which FairPoint will expand the availability of broadband service.

Comparable details regarding FairPoint's planned broadband expansion in Maine are not yet available, but FairPoint will inform the Commission of those plans once they are finalized.

Please direct any questions concerning this matter to me.

Very truly yours,

/s/ Karen Brinkmann

Karen Brinkmann  
*Counsel to FairPoint Communications, Inc.*

Enclosure

cc: William Dever  
Adam Kirschenbaum



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**FAIRPOINT PROPOSING TO INVEST AN INITIAL \$13.6 MILLION IN BROADBAND EXPANSION IN NEW HAMPSHIRE UPON MERGER COMPLETION**

**CONCORD, NH (July 24, 2007)** – FairPoint Communications, Inc. (NYSE:FRP) (the "Company" or "FairPoint") today announced its intention to invest \$13.6 million in expansion of broadband service upon completion of its proposed acquisition of the New Hampshire landline business from Verizon Communications Inc. ("Verizon"). This expansion is expected to bring broadband service to 19 New Hampshire communities for the first time, and extend high-speed DSL Internet to currently unserved neighborhoods in approximately 55 New Hampshire communities.

"FairPoint is committed to bringing increased broadband accessibility to the citizens of New Hampshire," said Walter E. Leach, Jr., FairPoint's executive vice president. "Today's announcement is a clear indication of how seriously we take this commitment. In addition to enabling many residents of New Hampshire to benefit from high-speed Internet for the first time, we believe that this new broadband availability will provide a significant boost to the New Hampshire economy, giving many New Hampshire businesses the ability to compete more effectively."

Leach said the Company's near-term goal is to extend high-speed Internet capability to approximately 108,000 additional access lines in New Hampshire following the proposed acquisition. FairPoint expects to provide broadband capability to 80 percent of its New Hampshire customers by the first quarter of 2010.

"We are approaching 100 percent broadband accessibility in our existing FairPoint markets. We intend to continue expanding broadband in the current Verizon service areas in New Hampshire in an effort to reach the same high level of service," Leach said.

"FairPoint will be installing an advanced, next generation network, capable of supporting existing subscriber needs and also providing a platform for the future," Leach said.

Responding to FairPoint's announcement, Mr. George Bald, Commissioner of New Hampshire's Department of Resources & Economic Development stated, "Broadband accessibility is key to a region's ability to compete and succeed both nationally and globally. To that end, we are excited by efforts and initiatives that extend the reach of high speed internet service to rural areas which have traditionally not had access to the same level of technology as their urban neighbors."

The network FairPoint is proposing is designed for today's data hungry customers. The Internet uses Internet Protocol (IP) to move traffic across the network. FairPoint's network design will use this protocol throughout the network, instead of using multiple protocol changes necessary to use the existing voice network to build a much more efficient network. FairPoint intends to capitalize on the existing fiber cable in which Verizon has invested by installing new electronics equipment on it. This new electronics equipment supports several ways of reaching the customer including copper technologies such as



ADSL2+, VDSL2 and Fiber to the Home technologies such as GPON and Active Ethernet. The Company has successfully rolled out the DSL Ethernet based network in several of its other markets.

FairPoint's plan calls for the completion of the installation of high speed DSL in the following New Hampshire communities for the first time by the end of 2008: Bartlett, Center Sandwich, Errol, Fitzwilliam, Jefferson, Lisbon, Lyme, Marlow, Milan, North Haverhill, North Stratford, Pike, Pittsburg, Rindge, Rumney, Twin Mountain, Warren, West Stewartstown and Woodsville.

Approximately 55 New Hampshire communities served by Verizon have broadband service in some neighborhoods, but not others. FairPoint intends to extend broadband to unserved neighborhoods in the following communities by the first quarter of 2010: Ashland, Atkinson, Bedford, Berlin, Bristol, Canterbury, Center Harbor, Center Ossipee, Concord, Derry, Dover, Enfield, Epping, Epsom, Exeter, Farmington, Franklin, Glendale, Hampton, Hanover, Harrisville, Hinsdale, Keene, Kingston, Laconia, Littleton, Manchester, Merrimack, Milford, Milton, North Conway, Nashua and Newmarket.

Also included are: Newport, Northwood, North Woodstock, Pelham, Peterborough, Plaistow, Plymouth, Portsmouth, Raymond, Rochester, Rye Beach, Seabrook, Salem, Sanbornville, Somersworth, Spofford, Sunapee, Tamworth, Tilton, Walpole, Westmoreland and Wolfeboro.

"This new access to high-speed Internet will allow residents and businesses in these communities to communicate much more quickly. Businesses will be able to compete more effectively and this broadband service will enable them to provide their services to anyone anywhere in the world," said Leach. "Additionally, this new access will provide increased opportunity for New Hampshire's students, helping to allow them to better compete in the world of tomorrow."

FairPoint had previously announced that it expected to spend an initial total of approximately \$44 million in Maine, Vermont and New Hampshire combined. The \$13.6 million investment in New Hampshire is part of the previously announced total of \$44 million.

#### **About FairPoint**

FairPoint is a leading provider of communications services to rural and small urban communities across the country. Incorporated in 1991, FairPoint's mission is to acquire and operate telecommunications companies that set the standard of excellence for the delivery of service to rural and small urban communities. Today, FairPoint owns and operates 31 local exchange companies located in 18 states offering an array of services, including local and long distance voice, data, Internet and broadband offerings. The Company is traded on the New York Stock Exchange under the symbol "FRP".

*This press release may contain forward-looking statements by FairPoint that are not based on historical fact, including, without limitation, statements containing the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions and statements related to potential cost savings and synergies expected to be realized in the merger. Because these forward-looking statements involve known and unknown risks and uncertainties, there are important factors that could cause actual results, events or developments to differ materially from those expressed or implied by these forward-looking statements. Such factors include those risks described from time to time in FairPoint's filings with the Securities and Exchange Commission (the "SEC"), including, without limitation, the risks described in FairPoint's most recent Annual Report on Form 10-K on file with the SEC. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. All information is current as of the date this press release is issued, and FairPoint undertakes no duty to update this information. Source: FairPoint Communications, Inc., [www.fairpoint.com](http://www.fairpoint.com).*

FairPoint has filed, and the SEC has declared effective, a registration statement, including a proxy statement, in connection with the proposed merger. FairPoint urges investors to read these documents and other materials filed and to be filed by FairPoint relating to the proposed merger because they contain and will contain important information. Investors can obtain copies of the registration statement and proxy statement, as well as other filed documents containing information about FairPoint and the proposed merger, at [www.sec.gov](http://www.sec.gov), the SEC's website. Investors may also obtain free copies of these documents and the Company's other SEC filings at [www.fairpoint.com](http://www.fairpoint.com) under the Investor Relations section, or by written request to FairPoint Communications, Inc., 521 E. Morehead Street, Suite 250, Charlotte, NC 28202, Attention: Investor Relations.

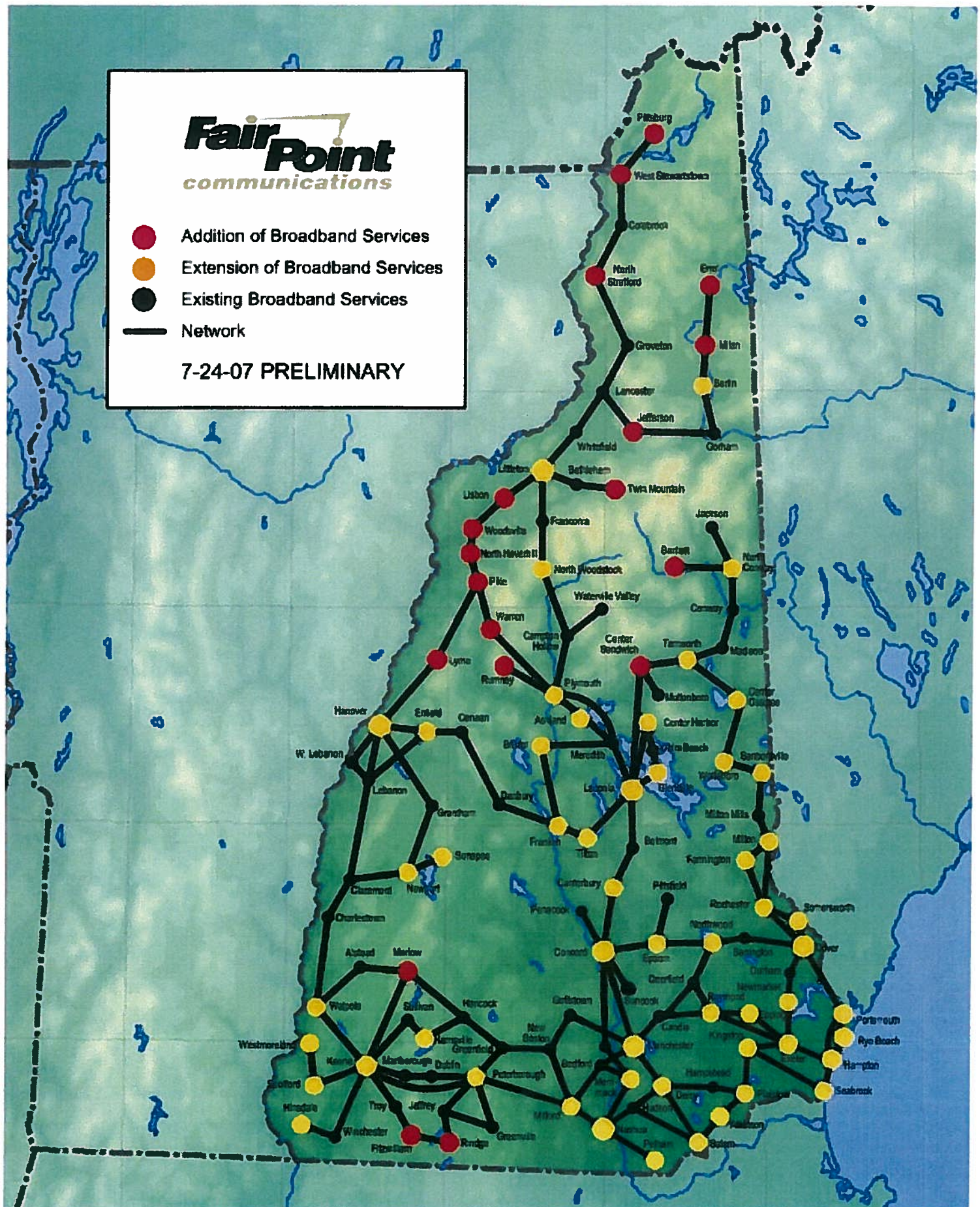
FairPoint and FairPoint's directors, executive officers, and other employees may be deemed to be participants in the solicitation of proxies from FairPoint stockholders with respect to the proposed merger and related transactions. Information about FairPoint's directors and executive officers and other potential participants in the solicitation of proxies is available in FairPoint's proxy statement for its 2007 annual meeting of shareholders, dated July 16, 2007.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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# Broadband Expansion in New Hampshire



August 31, 2007

**BY ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

Re: Applications for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and Its Subsidiaries to FairPoint Communications, Inc., WC Docket No. 07-22, DA 07-1314; File Nos. ITC-214-20020705-00324, ITC-214-22200402-00167, ITC-214-20020213-00084, ITC-214-20020705-00325, ITC-214-20020402-00169, ITC-214-20020213-00083, ITC-214-20020213-00082, ITC-214-20020402-00170, ITC-214-20020705-00327, ITC-214-20020705-00326, ITC-214-20020402-00168, ITC-214-20020213-00081, ITC-20020516-00243, 0002921065, 0002921107, and 50005CFTC07; Notice of Ex Parte Presentation

Dear Ms. Dortch:

Enclosed please find a press release relating to a recent announcement by FairPoint Communications, Inc. ("FairPoint") concerning its plans for broadband deployment in Maine following the completion of the planned merger of FairPoint with Verizon's local exchange and related businesses in Vermont, Maine, and New Hampshire. This information supplements the letter from Karen Brinkmann dated June 20, 2007, which summarized, at a higher level, FairPoint's broadband deployment plans in the region. This letter also supplements letters from Karen Brinkmann dated July 10, 2007 and July 30, 2007, which summarized similar announcements concerning plans for broadband deployment in Vermont and New Hampshire, respectively.

As stated in the first enclosed press release, FairPoint has planned a \$16.1 million expansion of broadband service in Maine. FairPoint expects that this effort will substantially expand high-speed DSL service in 135 Maine communities, and will bring high-speed DSL service for the first time to thirty of these communities. FairPoint expects to provide broadband capability to 85% of its Maine customers within 24 months of the completed acquisition. The press release provides additional details regarding the technologies FairPoint intends to use in deploying its broadband network and the communities in which FairPoint will expand the availability of broadband service.

FairPoint's \$16.1 million investment will be in addition to a \$12 million investment by Verizon. As discussed in the second enclosed press release, Verizon will provide for the expansion of broadband in Maine prior to February 2008, pursuant to an agreement with the Maine Public Advocate.

Please direct any question concerning this matter to the below.

Respectfully submitted,

/s/ Karen Zacharia

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Counsel  
Verizon  
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/s/ Shirley J. Linn

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Director of Federal Affairs & Assistant  
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Enclosures

cc: William Dever  
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**FAIRPOINT PROPOSING TO INVEST AN INITIAL \$16.1 MILLION IN BROADBAND EXPANSION IN MAINE UPON MERGER COMPLETION**

***FairPoint Investment to Augment Verizon's Continued Plans for Maine in 2007***

**PORTLAND, ME (Aug. 29, 2007)** – FairPoint Communications, Inc. (NYSE:FRP) (the "Company" or "FairPoint") today announced its plan to invest \$16.1 million in expansion of broadband service in scores of Maine communities. The FairPoint plan would be initiated upon completion of its proposed acquisition of the Maine landline business from Verizon Communications Inc. ("Verizon"). The proposed FairPoint plan will expand high speed DSL Internet service in 80 broadband-equipped central telephone offices throughout Maine, substantially expanding service to 135 neighborhoods and communities served by these central offices. Thirty of these communities will receive high speed DSL for the first time. In addition, the expansion will provide broadband capability to seven telephone central offices for the first time.

"FairPoint is committed to bringing increased broadband accessibility to the residents and businesses of Maine," said Peter G. Nixon, FairPoint's President. "Today's announcement is a clear indication of how seriously we take this commitment. In addition to enabling many residents of Maine to benefit from high-speed Internet for the first time, we believe that this new broadband availability will provide a significant boost to the Maine economy, giving many Maine businesses the ability to compete more effectively."

Nixon said the Company's near-term goal is to extend high-speed Internet capability to over 30,000 additional access lines in Maine following the proposed acquisition. Under this initiative, FairPoint expects to provide broadband capability to 85 percent of its Maine customers within 24 months of the completed acquisition. "We are approaching 100 percent broadband accessibility in our existing FairPoint markets. We intend to continue expanding broadband in the current Verizon service areas in Maine in an effort to reach the same high level of broadband access," Nixon said.

He noted FairPoint's \$16.1 million investment will be in addition to the \$12 million investment to which Verizon has already agreed with the Maine Public Advocate for the expansion of broadband in Maine prior to February 2008. Altogether, almost 70,000 customers will have landline broadband access for the first time.

"FairPoint will be installing an advanced, next generation network capable of supporting existing subscriber needs and also providing a platform for future customers," Nixon said.

The Ethernet network FairPoint is proposing is designed to meet the needs of today and tomorrow's data-centric customers. The Internet uses Internet Protocol (IP) to move traffic across the network and FairPoint's network design will use this highly effective protocol throughout the network. FairPoint intends to capitalize on the existing fiber cable upon which FairPoint will install new electronics equipment. This new electronics equipment supports several ways of reaching the customer, including copper technologies such as DSL and very high speed DSL as well as technologies such as fiber-to-the-home. The Company has successfully rolled out Ethernet-based broadband networks in several of its other markets.

By the end of 2008, FairPoint's DSL expansion plans will provide broadband capability to seven telephone central offices for the first time, serving the following Maine communities: Bradford, Cutler, Grand Isle, Limestone, Littleton, New Sweden and Rockwood.

The DSL equipment in an additional 80 central offices in Maine will be updated with the new technology which will expand broadband availability within the communities. FairPoint intends to expand broadband to neighborhoods in the following communities by the first quarter of 2010: Augusta, Bangor, Bar Harbor, Bath, Belfast, Belgrade, Biddeford, Blue Hill, Bowdoinham, Bridgton, Brunswick, Bucksport, Calais, Caribou, Clinton, Columbia, Corinth, Cornish, Cumberland, Danforth, Deer Isle, Dexter, Eastport, Eddington, Fairfield, Falmouth, and Freeport.

Other central offices include: Gardiner, Greenville, Harpswell, Harrison, Hermon, Houlton, Jonesport, Kennebunkport, Lewiston, Limerick, Lisbon Falls, Livermore Falls, Lubec, Machias, Mars Hill, Mechanic Falls, Milbridge, Monson, Newport, North Berwick, North Deering, North Haven, North Sanford, North Whitefield, Norway, Oakland, Old Town, Orrington and Oxford.

Additional central office expansion will occur in: Pembroke, Phippsburg, Portland, Pownal, Presque Isle, Readfield, Richmond, Rockland, Sabattus, Sanford, Scarborough, Sedgwick, South Portland, Southwest Harbor, Sullivan, Tenants Harbor, Thomaston, Waldoboro, Westbrook, Wilton, Winterport, Wiscasset, Yarmouth and York Beach.

A direct result of these central office expansions will be the establishment of new high speed DSL service in 30 communities for the first time. These communities include: Acton, Addison, Auburn, Brookton, Cherryfield, Dedham, Dennysville, East Wales, Edgecomb, Gouldsboro, Gray, Hancock, Harpswell, Harrington, Hiram, Jefferson, Mapleton, Nobleboro, Ogunquit, Orland, Parsonsfield, Perry, Randolph, St. Agatha, St. George, Steuben, Topsham, Tremont, Warren and Wypitlock.

"This new access to high-speed Internet will allow residents and businesses in these communities to communicate much more quickly and effectively. Businesses will be able to compete more efficiently and this broadband service will enable them to offer their services to anyone anywhere in the world," said Nixon. "Additionally, this new access to information will provide increased opportunity for Maine's students, allowing them to better compete in today's world economy."

FairPoint had previously announced that it expected to spend an initial total of approximately \$42.7 million in Maine, Vermont and New Hampshire combined. The \$16.1 million investment in Maine is part of the previously announced total of \$42.7 million.

### **About FairPoint**

FairPoint is a leading provider of communications services to rural and small urban communities across the country. Incorporated in 1991, FairPoint's mission is to acquire and operate telecommunications companies that set the standard of excellence for the delivery of service to rural and small urban communities. Today, FairPoint owns and operates 30 local exchange companies located in 18 states



offering an array of services, including local and long distance voice, data, Internet and broadband offerings. FairPoint is traded on the New York Stock Exchange under the symbol "FRP".

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Source: FairPoint Communications, Inc., [www.fairpoint.com](http://www.fairpoint.com).

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# Broadband Expansion in Maine

**FairPoint**  
communications

- Existing Broadband Services
- Verizon Expansion 2007
- Addition of Broadband Services
- Extension of Broadband Services
- Network
- - - Network expansion

8-29-07 PRELIMINARY

- Existing Broadband Services
- Verizon Expansion 2007
- Addition of Broadband Services
- Extension of Broadband Services
- Network
- - - Network expansion

8-29-07 PRELIMINARY

# ***NEWS RELEASE***



**FOR IMMEDIATE RELEASE  
August 28, 2007**

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**Cliff Lee**  
**518-396-1095**  
**[Clifford.P.Lee@Verizon.com](mailto:Clifford.P.Lee@Verizon.com)**

## **Verizon to Expand Broadband Availability Across Maine**

***Company's Agreement With State Public Advocate – and Approved by the  
Public Utilities Commission -- Paves the Way for Increased Access to High  
Speed Internet***

**PORTLAND, Maine** – Verizon is beginning immediately to make plans for wider deployment of broadband in the state, and has made a commitment to roll out more High Speed Internet service here as part of an agreement between the company and the Maine Public Advocate's office.

The agreement, which has been approved by the Public Utilities Commission, will increase Verizon's capability to offer the service to approximately 70 percent of the company's access lines in Maine. It is estimated that an additional 35,000 of the company's lines in the state will have broadband capability. The expansion is expected to be completed by February 2008.



“I’m delighted we were able to work closely and intensively with the Public Advocate to come up with a plan that the commission could approve,” said Edward Dinan, Verizon’s state president for Maine. “But even more importantly, the plan benefits the residents of Maine. This commitment to broadband will provide many more Maine residential and business customers an affordable broadband option from Verizon, once the PUC issues its final order.”

The agreement also stays, until after the completion of the merger between Verizon and FairPoint, the so-called AFOR (Alternative Form of Regulation) case that is addressing the form of regulation for Verizon in the state. In January, Verizon and FairPoint announced an agreement under which FairPoint would acquire Verizon’s landline properties in Maine, New Hampshire and Vermont. Upon approval by various regulatory commissions, the acquisition is expected to be completed Jan. 31, 2008.

The project to equip more than 20 Verizon central offices with DSL technology will cost \$12 million. When complete, 131 of the company’s 138 switching centers in the state will be DSL-capable. The 20 central offices are: Bowdoinham, Brownville, Columbia, Danforth, Dark Harbor, Franklin, Frenchville, Georgetown, Jonesport, Lubec, Monroe, Monson, North Haven, North Sanford, North Whitefield, Pembroke, Phippsburg, Pownal, Sedgwick and The Forks.

In addition, the DSL technology will be extended to some 70 remote terminals that work from DSL-capable central offices. DSL service generally is available to homes and offices located within approximately three miles of a Verizon’s local central office.

Consumers will be able to call Verizon’s Consumer Sales and Service Centers at 1-800-870-9999 to determine whether the service will be available to them. Small businesses can call 1-800-941-9900.

Qualified Maine customers who order Verizon High Speed Internet service online by Oct. 31, 2007, with a connection speed of up to 768 Kbps (kilobits per second) and a two-year commitment will pay \$14.99 a month for as long as they subscribe to the price-for-life plan. The same offer applies for Verizon's 3 Mbps (megabits per second) service, which is available online for \$27.99 a month. The offer is also available by calling Verizon's sales offices, for \$19.99 a month for a connection speed of up to 768 kbps, and \$29.99 a month for a connection speed up to 3 Mbps. The price-for-life plan applies to Verizon's base Internet service.

No matter what speed or plan customers choose, Verizon High Speed Internet includes 24 x 7 live customer support, a 30-day money-back guarantee, nine e-mail accounts and 10 MB (megabytes) of personal Web space. For additional information about Verizon high-speed Internet plans, consumers can call the numbers listed above, or visit [www.verizon.net/highspeed](http://www.verizon.net/highspeed) to see if the service is available to their homes and to place orders.

Verizon Communications Inc. (NYSE:VZ), headquartered in New York, is a leader in delivering broadband and other wireline and wireless communication innovations to mass market, business, government and wholesale customers. Verizon Wireless operates America's most reliable wireless network, serving more than 62 million customers nationwide. Verizon's Wireline operations include Verizon Business, which delivers innovative and seamless business solutions to customers around the world, and Verizon Telecom, which brings customers the benefits of converged communications, information and entertainment services over the nation's most advanced fiber-optic network. A Dow 30 company, Verizon has a diverse workforce of more than 238,000 and last year generated consolidated operating revenues of more than \$88 billion. For more information, visit [www.verizon.com](http://www.verizon.com).

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